

EXHIBIT 1

United States District Court
Southern District of New York

**Certificate of
Good Standing**

I, J. Michael McMahon, Clerk of this Court, certify that

WAYNE ALAN CROSS, Bar # WC3027

was duly admitted to practice in this Court on

JULY 11th, 1972, and is in good standing

as a member of the Bar of this Court.

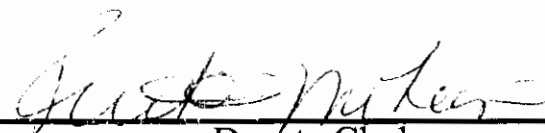
Dated at 500 Pearl Street
New York, New York

on SEPTEMBER 13th, 2005

J. MICHAEL McMAHON

Clerk

by:



Deputy Clerk